

Client Co 01-02-2001



IT/012T/013T/014T/017T/103T
NOTION FORM COVER SHEET
RADEMARKS ONLY

12-11-00

TO THE A 101566864

RADEMARKS: Please record the attached original documents or copy thereof.

1. Name of conveying party(ies): (If multiple assignors, list numerically)

Noel Joanna, Inc.

- Individual
- Association
- General Partnership
- Limited Partnership
- Corporation - State - California
- Other:

Additional name(s) of conveying party(ies) attached?
 Yes No

2. Name and address of receiving party(ies):

Name: Crown Craft Infant Products, Inc.
Internal Address: Suite 200
Street Address: 1600 Riveredge Parkway
City: Atlanta **State:** GA **ZIP:** 30328

- Individual
- Association
- General Partnership
- Limited Partnership
- Corporation - State - Delaware
- Other:

If assignee is not domiciled in the United States, a domestic representative designation is attached: Yes No

(Designations must be a separate document from Assignment)

Additional name(s) and address(es) attached?
 Yes No

3. Nature of conveyance:

- Assignment
- Merger
- Security Agreement
- Change of Name
- Other:

Execution Date: (If multiple assignors, list execution dates in numerical order corresponding to numbers indicated in 1 above) January 31, 2000

4. Application number(s) or registration number(s):

- a. Trademark Application No(s):
see Attachment
- b. Trademark Registration No(s):
See Attachment

75164357

Additional numbers attached? Yes No

5. Name and address of party to whom correspondence concerning document should be mailed:

Name: Adeel S. Akhtar
 KNOBBE, MARTENS, OLSON & BEAR, LLP
 Customer No. 20,995
Internal Address: Sixteenth Floor
Street Address: 620 Newport Center Drive
City: Newport Beach **State:** CA **ZIP:** 92660
Attorney's Docket No.: NOJO.000GEN

7. Total fee (37 CFR 3.41): \$315

- Enclosed
- Authorized to be charged to deposit account

8. Deposit account number: 11-1410

Please charge this account for any additional fees which may be required, or credit any overpayment to this account.

6. Total number of applications and registrations involved:
12

9. Statement and signature.

To the best of my knowledge and belief, the foregoing information is true and correct, and any attached copy is a true copy of the original document.

Adeel S. Akhtar
Name of Person Signing

Adeel S. Akhtar
Signature

December 7, 2000
Date

Total number of pages including cover sheet, attachments and document: 5

Mail documents to be recorded with required cover sheet information to:

12/29/2000 6TON11 00000197 75164357

Commissioner of Patents and Trademarks
Box Assignments
Washington, D.C. 20231

01 FC:481 40.00 OP
02 FC:482 275.00 OP

ATTACHMENT

Trademark Name	Class	Status	Application	Filing	Reg	Reg Date
SECURE-ME	26	REGISTERED	75/164357	9/11/96	2198886	10/20/98
L'I'L SHOPPER	12	REGISTERED	75/057366	2/13/96	2111258	11/4/97
CUDDLE ME	20	REGISTERED	74/156413	4/12/91	1682057	4/7/92
TWO-IN-ONE HEAD SUPPORT	20	REGISTERED	74/690379	6/19/95	2034951	2/4/97
NOJO BABY COVER-UP	12	REGISTERED	75/057365	2/13/96	2040276	2/25/97
CUDDLE ME	24	REGISTERED	493321	8/6/84	1344525	6/25/85
CUDDLE MY DOLLY	28	REGISTERED	74/053773	4/27/90	1637004	3/5/91
ONLY THE BEST FOR BABY	24	REGISTERED	73/791161	4/4/89	1573452	12/26/89
NOJO (STYLIZED W/SM HEART)	24	REGISTERED	74/045061	4/2/90	1638455	3/19/91
NOJO (STYLIZED)	24	REGISTERED	74/045060	4/2/90	1638454	3/19/91
NOJO AND HEART DESIGN	20, 21, 24, 28	REGISTERED	74/493371	8/6/84	1332201	4/23/85
SMART FROM THE START WITH DR. SEARS	28	REGISTERED	75/479929	5/5/98	2270556	8/17/99

Office of the Secretary of State

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF MERGER, WHICH MERGES:

"NOEL JOANNA, INC.", A CALIFORNIA CORPORATION,

"THE RED CALLIOPE AND ASSOCIATES, INC.", A CALIFORNIA CORPORATION,

WITH AND INTO "CROWN CRAFTS INFANT PRODUCTS, INC." UNDER THE NAME OF "CROWN CRAFTS INFANT PRODUCTS, INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE THIRTY-FIRST DAY OF JANUARY, A.D. 2000, AT 8:30 O'CLOCK A.M.

A FILED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE NEW CASTLE COUNTY RECORDER OF DEEDS.



2840837 8100M

001047897

A handwritten signature in cursive script, reading "Edward J. Freel".

Edward J. Freel, Secretary of State

0230951

AUTHENTICATION:

DATE:

02-01-00

TRADEMARK
REEL: 002203 FRAME: 0248

CERTIFICATE OF MERGER

of

NOEL JOANNA, INC., a California Corporation

and

THE RED CALLIOPE AND ASSOCIATES, INC., a California Corporation

with and into

CROWN CRAFTS INFANT PRODUCTS, INC., a Delaware Corporation

I.

The name and state of incorporation of each of the corporations which are parties to the merger is as follows: Noel Joanna, Inc., a California corporation ("NoJo"); The Red Calliope and Associates, Inc., a California corporation ("Red Calliope"); and Crown Crafts Infant Products, Inc., a Delaware corporation ("CCIP") (NoJo, Red Calliope and CCIP are hereinafter sometimes collectively referred to as the "Constituent Corporations").

II.

An Agreement of Merger between the Constituent Corporations has been approved, adopted, certified, executed and acknowledged by each of the Constituent Corporations in accordance with the requirements of Section 252 of the General Corporation Law of Delaware.

III.

The name of the surviving corporation of the merger is Crown Crafts Infants Products, Inc., a Delaware corporation (hereinafter sometimes referred to as the "Surviving Corporation").

IV.

The Certificate of Incorporation of the Surviving Corporation prior to the effectuation of the merger shall be the Certificate of Incorporation of the Surviving Corporation after the merger.

V.

A copy of the executed Agreement of Merger is on file at the office of the Surviving Corporation, the address of which is 1600 RiverEdge Parkway, Suite 200, Atlanta, Georgia 30328.

VI.

Certificate of Merger

TRADEMARK
REEL: 002203 FRAME: 0249

A copy of the Agreement of Merger will be furnished by the Surviving Corporation, on request and without cost, to any stockholder of any of the Constituent Corporations.


VII.

The authorized capital stock of each Constituent Corporation that is a foreign corporation is as follows:

<u>Corporation</u>	<u>Class</u>	<u>Number of Shares</u>	<u>Par Value</u>
NoJo	common	7,500	No par value
Red Calliope	common	2,500	No par value

IN WITNESS WHEREOF, this Certificate of Merger is executed as of the date first above written.

CROWN CRAFTS INFANT PRODUCTS, INC., a Delaware corporation

By: 
David S. Fraser, Vice President